

SENATE BILL No. 377

DIGEST OF INTRODUCED BILL

Citations Affected: IC 23-1; IC 23-4-1; IC 23-15; IC 23-16; IC 23-17; IC 23-18.

Synopsis: Various business entity matters. Makes various changes to business and other associations law concerning the following: (1) Information required to be filed with the secretary of state's office. (2) Information required to be set forth in articles of incorporation. (3) Information required to be sent to registered agents. (4) Responsibilities of registered agents. (5) An exception to the notice requirements and procedures concerning administrative revocations of certificates of authorities and dissolutions. (6) Procedures concerning reinstatement and denial of reinstatement. (7) Stated powers of corporations, nonprofit corporations, and limited liability companies. (8) Issuance of interrogatories by the secretary of state and investigative claims. (9) Filing false documents with the secretary of state. (10) Use of assumed business names. (11) Domestication of nonprofit corporations. (12) The officers and the powers and duties of officers of a limited liability company, including certain provisions that are made retroactive. (13) The effective date of certain provisions concerning officers of a limited liability company. Removes provisions concerning the following: (1) Delivery by telecopy and facsimile. (2) Requiring creation of copies of certain documents. Repeals a provision concerning having a corporation as a resident agent.

Effective: July 1, 2014.

Glick

January 14, 2014, read first time and referred to Committee on Civil Law.



Second Regular Session 118th General Assembly (2014)

PRINTING CODE. Amendments: Whenever an existing statute (or a section of the Indiana Constitution) is being amended, the text of the existing provision will appear in this style type, additions will appear in **this style type**, and deletions will appear in ~~this style type~~.

Additions: Whenever a new statutory provision is being enacted (or a new constitutional provision adopted), the text of the new provision will appear in **this style type**. Also, the word **NEW** will appear in that style type in the introductory clause of each SECTION that adds a new provision to the Indiana Code or the Indiana Constitution.

Conflict reconciliation: Text in a statute in *this style type* or ~~this style type~~ reconciles conflicts between statutes enacted by the 2013 Regular Session and 2013 First Regular Technical Session of the General Assembly.

SENATE BILL No. 377

A BILL FOR AN ACT to amend the Indiana Code concerning business and other associations.

Be it enacted by the General Assembly of the State of Indiana:

- 1 SECTION 1. IC 23-1-18-1.1 IS AMENDED TO READ AS
2 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1.1. (a) For purposes
3 of this article, except for a biennial report filed under IC 23-1-53-4, a
4 document is delivered for filing if the document is transferred to the
5 secretary of state by hand, mail, ~~telecopy, facsimile, or other~~ a form of
6 electronic transmission meeting the requirements established by the
7 secretary of state.
8 (b) If a document is delivered for filing by hand or mail, the
9 document must be accompanied by:
10 (1) two (2) exact or conformed copies of a document filed under
11 IC 23-1-24-3 or IC 23-1-49-9; or
12 (2) one (1) exact or conformed copy of any other document filed
13 under this article.
14 (c) ~~The office of the secretary of state shall create any copies of a~~
15 ~~document delivered by telecopy facsimile, or other form of electronic~~
16 ~~transmission that are required for distribution under this article.~~



SECTION 2. IC 23-1-18-3, AS AMENDED BY P.L.106-2008, SECTION 49, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 3. (a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to the secretary of state for filing:

Document	Electronic Filing Fee	Fee (Other than electronic filing)
(1) Articles of incorporation	\$75	\$90
(2) Application for use of indistinguishable name	\$10	\$20
(3) Application for reserved name	\$10	\$20
(4) Application for renewal of reservation	\$10	\$20
(5) Notice of transfer of reserved name	\$10	\$20
(6) Application for registered name	\$20	\$30
(7) Application for renewal of registered name	\$20	\$30
(8) Corporation's statement of change of registered agent or registered office or both	No Fee	No Fee
(9) Agent's statement of change of registered office for each affected corporation	No Fee	No Fee
(10) Agent's statement of resignation	No Fee	No Fee
(11) Amendment of articles of incorporation	\$20	\$30
(12) Restatement of articles of incorporation	\$20	\$30
(12) Restatement of articles of incorporation with amendment of articles	\$20	\$30
(13) Articles of merger or share exchange	\$75	\$90
(14) Articles of dissolution	\$20	\$30
(15) Articles of revocation of dissolution	\$20	\$30
(16) Certificate of administrative dissolution	No Fee	No Fee
(17) Application for reinstatement		



1	following administrative		
2	dissolution	\$20	\$30
3	(18) Certificate of reinstatement	No Fee	No Fee
4	(19) Certificate of judicial		
5	dissolution	No Fee	No Fee
6	(20) Application for certificate of		
7	authority	\$75	\$90
8	(21) Application for amended		
9	certificate of authority	\$20	\$30
10	(22) Application for certificate of		
11	withdrawal	\$20	\$30
12	(23) Certificate of revocation of		
13	authority to transact business	No Fee	No Fee
14	(24) Biennial report	\$20	\$30
15	(25) Articles of correction	\$20	\$30
16	(26) Application for certificate		
17	of existence or authorization	\$15	\$15
18	(27) Any other document		
19	required or permitted to		
20	be filed by this article,		
21	including an application		
22	for any other certificates		
23	or certification certificate		
24	(except for any such other		
25	certificates that the secretary		
26	of state may determine to		
27	issue without additional fee		
28	in connection with particular		
29	filings) and a request for		
30	other facts of record under		
31	section 9(b)(6) of this		
32	chapter	\$20	\$30

The secretary of state shall prescribe the electronic means of filing documents to which the electronic filing fees set forth in this section apply.

(b) The fee set forth in subsection (a)(24) for filing a biennial report is:

(1) fifteen dollars (\$15) per year, for a filing in writing; ~~including facsimile~~; and

(2) ten dollars (\$10) per year, for a filing by electronic means; to be paid biennially.

(c) The secretary of state shall collect a fee of ten dollars (\$10) each



time process is served on the secretary of state under this article. If the party to a proceeding causing service of process prevails in the proceeding, then that party is entitled to recover this fee as costs from the nonprevailing party.

(d) The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

(1) Per page for copying \$ 1

(2) For a certification stamp \$15

SECTION 3. IC 23-1-21-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) The articles of incorporation must set forth:

(1) a corporate name for the corporation that satisfies the requirements of IC 23-1-23-1;

(2) the number of shares the corporation is authorized to issue;

(3) the street address of the corporation's initial registered office in Indiana and the name of its initial registered agent at that office; ~~and~~

(4) the name and address of each incorporator; **and**

(5) the street address of the corporation's principal office.

(b) The articles of incorporation may set forth:

(1) the names and addresses of the individuals who are to serve as the initial directors;

(2) provisions not inconsistent with law regarding:

(A) the purpose or purposes for which the corporation is organized;

(B) managing the business and regulating the affairs of the corporation;

(C) defining, limiting, and regulating the powers of the corporation, its board of directors, and shareholders;

(D) a par value for authorized shares or classes of shares; and

(E) the imposition of personal liability on shareholders for the debts of the corporation to a specified extent and upon specified conditions; and

(3) any provision that under this article is required or permitted to be set forth in the bylaws.

(c) The articles of incorporation need not set forth any of the corporate powers enumerated in this article.

SECTION 4. IC 23-1-22-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. Unless its articles of incorporation provide otherwise, every corporation has perpetual duration and succession in its corporate name and has the same powers



1 as an individual to do all things necessary or convenient to carry out its
2 business and affairs, including without limitation power to:

3 (1) sue and be sued, complain and defend in its corporate name;

4 (2) have a corporate seal, which may be altered at will, and to use
5 it, or a facsimile of it, by impressing or affixing it or in any other
6 manner reproducing it (however, the use of a corporate seal or an
7 impression thereof is not required and does not affect the validity
8 of any instrument whatsoever, notwithstanding any other
9 statutes);

10 (3) make and amend bylaws, not inconsistent with its articles of
11 incorporation or with the laws of this state, for managing the
12 business and regulating the affairs of the corporation;

13 (4) purchase, receive, lease, or otherwise acquire and own, hold,
14 improve, use, and otherwise deal with real or personal property,
15 or any legal or equitable interest in property, wherever located;

16 (5) sell, convey, mortgage, pledge, lease, exchange, and otherwise
17 dispose of all or any part of its property;

18 (6) purchase, receive, subscribe for, or otherwise acquire; own,
19 hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose
20 of; and deal in and with shares or other interests in, or obligations
21 of, any entity, including itself, except as otherwise prohibited by
22 this article;

23 (7) make contracts and guarantees, incur liabilities, borrow
24 money, issue its notes, bonds, and other obligations (which may
25 be convertible into or include the option to purchase other
26 securities of the corporation), and secure any of its obligations by
27 mortgage or pledge of any of its property, franchises, or income;

28 (8) lend money, invest and reinvest its funds, and receive and
29 hold real and personal property as security for repayment;

30 (9) be a promoter, partner, member, associate, or manager of any
31 partnership, joint venture, trust, or other entity;

32 (10) conduct its business, locate offices, and exercise the powers
33 granted by this article within or without Indiana;

34 (11) elect directors, elect and appoint officers, and appoint
35 employees and agents of the corporation, define their duties, fix
36 their compensation, and lend them money and credit;

37 (12) pay pensions and establish and administer pension plans,
38 pension trusts, profit sharing plans, share bonus plans, share
39 option plans, welfare plans, qualified and nonqualified retirement
40 plans, and benefit or incentive plans for any or all of its current or
41 former directors, officers, employees, and agents;

42 (13) make donations for the public welfare or for charitable,



scientific, or educational purposes;

(14) transact any lawful business that will aid governmental policy; ~~and~~

(15) make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the corporation; **and**

(16) adopt, either in the corporation's articles of incorporation or bylaws, a provision establishing exclusive jurisdiction in the circuit or superior courts of any county in Indiana, or in the case of pendent jurisdiction, the United States district courts of Indiana, for:

(A) any derivative action brought on behalf of, or in the name of the corporation;

(B) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee, or agent of the corporation to:

(i) the corporation; or

(ii) any of the corporation's constituents identified in IC 23-1-35-1(d);

(C) any action asserting a claim arising under:

(i) any provision of this article; or

(ii) the corporation's articles of incorporation or bylaws; or

(D) any action asserting a claim governed by the internal affairs doctrine, subject to, in each case, the court having personal jurisdiction over the indispensable parties that are named as defendants in the case.

SECTION 5. IC 23-1-24-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1. **(a)** Each corporation must continuously maintain in Indiana:

(1) a registered office; and

(2) a registered agent, who must be:

(A) an individual who resides in Indiana and whose business office is identical with the registered office;

(B) a domestic ~~corporation or not-for-profit domestic corporation~~ **limited liability company, domestic corporation, or nonprofit domestic corporation** whose business office is identical with the registered office; or

(C) a foreign ~~corporation or not-for-profit foreign corporation~~ **limited liability company, foreign corporation, or nonprofit foreign corporation** authorized to transact business in Indiana whose business office is identical with the



registered office.

(b) Each corporation shall file all the following with the secretary of state:

(1) The name of the corporation's registered agent.

(2) The registered agent's written consent or a representation that the registered agent has consented.

(c) Each corporation formed under the laws of Indiana shall provide to the corporation's registered agent, and update from time to time as necessary, the name, business address, and business telephone number of a natural person who is:

(1) an officer, a director, an employee, or a designated agent of the corporation; and

(2) authorized to receive communications from the registered agent.

The natural person is considered to be the communications contact for the corporation.

(d) A registered agent shall retain, in paper or electronic form, the information provided by a corporation under subsection (c).

(e) If a corporation fails to provide the registered agent with the information required under subsection (c), the registered agent may resign, as provided in section 3 of this chapter, as the registered agent for the corporation.

SECTION 6. IC 23-1-46-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) If the secretary of state determines that one (1) or more grounds exist under section 1 of this chapter for dissolving a corporation, the secretary of state shall serve the corporation with written notice of the determination under IC 23-1-24-4 unless the secretary of state:

(1) receives a receipt showing failure of service of process upon the corporation's registered agent at the address of the registered office; and

(2) determines that the secretary of state's office has no record of the corporation's principal office address.

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty (60) days after service of the notice is perfected under IC 23-1-24-4, the secretary of state shall administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the corporation under IC 23-1-24-4.



(c) A corporation administratively dissolved continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs under IC 6-8.1-10-9 and IC 23-1-45-5 and notify claimants under IC 23-1-45-6 and IC 23-1-45-7.

(d) The administrative dissolution of a corporation does not terminate the authority of its registered agent.

SECTION 7. IC 23-1-49-7 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 7. **(a)** Each foreign corporation authorized to transact business in Indiana must continuously maintain in Indiana:

(1) a registered office; and

(2) a registered agent, who may be:

(A) an individual who resides in Indiana and whose business office is identical with the registered office;

(B) a domestic corporation or not-for-profit domestic corporation **limited liability company, domestic corporation, or nonprofit domestic corporation** whose business office is identical with the registered office; or

(C) a foreign corporation or foreign not-for-profit corporation **limited liability company, foreign corporation, or nonprofit foreign corporation** authorized to transact business in Indiana whose business office is identical with the registered office.

(b) Each foreign corporation described in subsection (a) shall file all the following with the secretary of state:

(1) The name of the foreign corporation's registered agent.

(2) The registered agent's written consent or a representation that the registered agent has consented.

(c) Each foreign corporation qualified to do business in Indiana shall provide to the foreign corporation's registered agent, and update from time to time as necessary, the name, business address, and business telephone number of a natural person who is:

(1) an officer, a director, an employee, or a designated agent of the foreign corporation; and

(2) authorized to receive communications from the registered agent.

The natural person is considered to be the communications contact for the foreign corporation.

(d) A registered agent shall retain, in paper or electronic form, the information provided by a foreign corporation under subsection (c).



(e) If a foreign corporation fails to provide the registered agent with the information required under subsection (c), the registered agent may resign, as provided in section 9 of this chapter, as the registered agent for the foreign corporation.

SECTION 8. IC 23-1-51-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) If the secretary of state determines that one (1) or more grounds exist under section 1 of this chapter for revocation of a certificate of authority, the secretary of state shall, under IC 23-1-49-10, serve the foreign corporation with written notice of the determination, **unless the secretary of state:**

(1) receives a receipt showing failure of service of process upon the foreign corporation's registered agent at the address of the registered office; and

(2) determines that the secretary of state's office has no record of the foreign corporation's principal office address.

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty (60) days after service of the notice is perfected under IC 23-1-49-10, the secretary of state may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign corporation under IC 23-1-49-10.

(c) The authority of a foreign corporation to transact business in Indiana ceases on the date shown on the certificate revoking its certificate of authority.

(d) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact business in Indiana. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent annual report or in any subsequent communication received from the corporation stating the current mailing address of its principal office, or, if none are on file, in its application for a certificate of authority.

(e) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.



SECTION 9. IC 23-1-51-2.5 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: **Sec. 2.5. (a) A foreign corporation that has had its certificate of authority revoked under section 2 of this chapter may apply to the secretary of state for reinstatement. The application for reinstatement must include all the following:**

- (1) The name of the foreign corporation.**
- (2) The effective date of the revocation.**
- (3) A statement that the ground or grounds for revocation of the foreign corporation's certificate of authority either did not exist or have been eliminated.**
- (4) A statement that the foreign corporation's name satisfies the requirements of IC 23-1-23-1 or IC 23-1-49-6.**
- (5) A certificate from the department of state revenue stating that all taxes owed by the foreign corporation have been paid.**

(b) If the secretary of state determines that the application contains the information required under subsection (a) and that the information is correct, the secretary of state shall:

- (1) cancel the certificate of revocation; and**
- (2) prepare a certificate of reinstatement that states:**
 - (A) that the certificate of revocation has been canceled; and**
 - (B) the date that the reinstatement is effective;**
- (3) file the original certificate of reinstatement; and**
- (4) serve, as provided in IC 23-1-49-10, a copy of the certificate of reinstatement on the foreign corporation.**

(c) When the certificate of reinstatement is effective, the certificate of reinstatement relates back to and is considered to take effect as of the effective date of the revocation of the certificate of authority and the foreign corporation resumes carrying on its business as if the revocation had never occurred.

SECTION 10. IC 23-1-51-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: **Sec. 3. (a) If the secretary of state denies a foreign corporation's application for reinstatement under section 2.5 of this chapter, the secretary of state shall serve, as provided in IC 23-1-49-10, the foreign corporation with a written notice that explains the reason or reasons for denial.**

(a) ~~A~~ (b) The foreign corporation may appeal the ~~secretary of state's~~ ~~revocation of its certificate of authority~~ ~~denial of reinstatement~~ to the circuit or superior court of the county in which its registered office is located within thirty (30) days after service of the certificate of



1 revocation is perfected. ~~under IC 23-1-49-10.~~ The foreign corporation
 2 appeals by petitioning the court to set aside the revocation and
 3 attaching to the petition copies of its ~~certificate of authority and all the~~
 4 **following:**

5 **(1) The secretary of state's certificate of revocation.**

6 **(2) The foreign corporation's application for reinstatement**
 7 **described in section 2.5 of this chapter.**

8 **(3) The secretary of state's notice of denial described in**
 9 **subsection (a).**

10 ~~(b)~~ **(c)** The court may order the secretary of state to reinstate the
 11 certificate of authority or may take any other action the court considers
 12 appropriate.

13 ~~(c)~~ **(d)** The court's final decision may be appealed as in other civil
 14 proceedings.

15 SECTION 11. IC 23-4-1-50 IS AMENDED TO READ AS
 16 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 50. ~~(+)~~ **(a) A domestic**
 17 **limited liability partnership and a foreign limited liability partnership**
 18 **must continuously maintain in Indiana the following:**

19 ~~(a)~~ **(1) A registered office.**

20 ~~(b)~~ **(2) A registered agent, who must be one (1) of the following:**

21 ~~(+)~~ **(A) An individual who resides in Indiana and whose**
 22 **business office is identical with the registered office.**

23 ~~(+)~~ **(B) A domestic limited liability partnership, domestic**
 24 **limited liability company, domestic corporation, or nonprofit**
 25 **domestic corporation whose business office is identical with**
 26 **the registered office.**

27 ~~(+)~~ **(C) A foreign limited liability partnership, foreign limited**
 28 **liability company, foreign corporation, or nonprofit foreign**
 29 **corporation authorized to transact business in Indiana whose**
 30 **business office is identical with the registered office.**

31 **(b) Each limited liability partnership shall file all the following**
 32 **with the secretary of state:**

33 **(1) The name of the limited liability partnership's registered**
 34 **agent.**

35 **(2) The registered agent's written consent or a representation**
 36 **that the registered agent has consented.**

37 **(c) Each limited liability partnership formed under the laws of**
 38 **Indiana or qualified to do business in Indiana shall provide to its**
 39 **registered agent, and update from time to time as necessary, the**
 40 **name, business address, and business telephone number of a**
 41 **natural person who is:**

42 **(1) an officer, a director, an employee, or a designated agent**



1 of the limited liability partnership; and

2 (2) authorized to receive communications from the registered
3 agent.

4 The natural person is considered to be the communications contact
5 for the limited liability partnership.

6 (d) A registered agent shall retain, in paper or electronic form,
7 the information provided by a limited liability partnership under
8 subsection (c).

9 (e) If a limited liability partnership fails to provide the
10 registered agent with the information required under subsection
11 (c), the registered agent may resign, as provided in section 51 of
12 this chapter, as the registered agent for the limited liability
13 partnership.

14 ~~(2)~~ (f) A limited liability partnership ~~or a foreign limited liability~~
15 ~~partnership~~ may change its registered office or registered agent by
16 delivering to the secretary of state for filing a statement of change that
17 sets forth the following:

18 ~~(a)~~ (1) The name of the limited liability partnership.

19 ~~(b)~~ (2) The street address of the limited liability partnership's
20 current registered office.

21 ~~(c)~~ (3) If the current registered office is to be changed, the street
22 address of the new registered office.

23 ~~(d)~~ (4) The name of the limited liability partnership's current
24 registered agent.

25 ~~(e)~~ (5) If the current registered agent is to be changed, the name
26 of the new registered agent and the new registered agent's written
27 consent or a representation that the new registered agent has
28 consented either on the statement or attached to the statement to
29 the appointment.

30 ~~(f)~~ (6) That after the change or changes are made, the street
31 addresses of its registered office and the business office of its
32 registered agent will be identical.

33 ~~(3)~~ (g) If a registered agent changes the street address of the
34 registered agent's business office, the registered agent may change the
35 street address of the registered office of any limited liability partnership
36 or foreign limited liability partnership that the registered agent serves
37 by notifying the limited liability partnership in writing of the change
38 and signing either manually or in facsimile and delivering to the
39 secretary of state for filing a statement that complies with the
40 requirements of ~~paragraph (2)~~ subsection (f) and states that the limited
41 liability partnership has been notified of the change.

42 (h) The court's final decision may be appealed as in other civil



1 **proceedings.**

2 SECTION 12. IC 23-4-1-55 IS ADDED TO THE INDIANA CODE
3 AS A **NEW** SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
4 1, 2014]: **Sec. 55. The secretary of state may commence a**
5 **proceeding under section 56 of this chapter to administratively**
6 **dissolve a domestic limited liability partnership or revoke the**
7 **certificate of authority of a foreign limited liability partnership if:**

8 (1) **the limited liability partnership fails to pay franchise taxes**
9 **or penalties imposed by this article or another law within**
10 **sixty (60) days after the date that the franchise taxes or**
11 **penalties are due;**

12 (2) **the limited liability partnership is without a registered**
13 **agent or registered office in Indiana for more than fifty-nine**
14 **(59) days;**

15 (3) **a limited liability partnership fails to notify the secretary**
16 **of state that the limited liability partnership's:**

17 (A) **registered agent or registered office has been changed;**

18 (B) **registered agent has resigned; or**

19 (C) **registered office has been discontinued;**

20 **within sixty (60) days from the date of the change, resignation,**
21 **or discontinuance; or**

22 (4) **the limited liability partnership's period of duration stated**
23 **in its articles of incorporation expires.**

24 SECTION 13. IC 23-4-1-56 IS ADDED TO THE INDIANA CODE
25 AS A **NEW** SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
26 1, 2014]: **Sec. 56. (a) If the secretary of state determines that one (1)**
27 **or more grounds exist under section 55 of this chapter for**
28 **dissolving a domestic limited liability partnership or revoking the**
29 **certificate of authority of a foreign limited liability partnership, the**
30 **secretary of state shall serve, as provided in section 52 of this**
31 **chapter, the limited liability partnership with written notice of the**
32 **determination unless the secretary of state:**

33 (1) **receives a receipt showing failure of service of process**
34 **upon the limited liability partnership's registered agent at the**
35 **address of the registered office; and**

36 (2) **determines that the secretary of state's office has no**
37 **record of the limited liability partnership's principal office**
38 **address.**

39 (b) **If the limited liability partnership does not correct each**
40 **ground for dissolution or revocation or demonstrate to the**
41 **reasonable satisfaction of the secretary of state that each ground**
42 **determined by the secretary of state does not exist within sixty (60)**



1 days after the date service of the notice is perfected under section
 2 52 of this chapter, the secretary of state shall administratively
 3 dissolve the domestic limited liability partnership or revoke the
 4 certificate of authority of the foreign limited liability partnership
 5 by signing a certificate of dissolution or revocation that recites the
 6 ground or grounds for dissolution or revocation and its effective
 7 date. The secretary of state shall file the original of the certificate
 8 and serve a copy on the limited liability partnership under section
 9 52 of this chapter.

10 (c) A limited liability partnership administratively dissolved or
 11 revoked continues its existence but may not carry on any business
 12 except that necessary to wind up and liquidate its business and
 13 affairs under IC 6-8.1-10-9 and section 37 of this chapter and
 14 follow rules for distribution under section 10 of this chapter.

15 (d) The administrative dissolution of a limited liability
 16 partnership does not terminate the authority of its registered
 17 agent.

18 SECTION 14. IC 23-4-1-57 IS ADDED TO THE INDIANA CODE
 19 AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
 20 1, 2014]: Sec. 57. (a) A limited liability partnership that has been
 21 dissolved or had its certificate of authority revoked under section
 22 56 of this chapter may apply to the secretary of state for
 23 reinstatement. The application for reinstatement must include all
 24 the following:

- 25 (1) The name of the limited liability partnership.
- 26 (2) The effective date of the dissolution or revocation.
- 27 (3) A statement that the ground or grounds for dissolution or
 28 revocation either did not exist or have been eliminated.
- 29 (4) A statement that the limited liability partnership's name
 30 satisfies the requirements of section 45(a)(1)(B) of this
 31 chapter.
- 32 (5) A certificate from the department of state revenue stating
 33 that all taxes owed by the limited liability partnership have
 34 been paid.

35 (b) If the secretary of state determines that the application
 36 contains the information required under subsection (a) and that
 37 the information is correct, the secretary of state shall:

- 38 (1) cancel the certificate of dissolution or revocation; and
- 39 (2) prepare a certificate of reinstatement that states:
 - 40 (A) that the certificate of dissolution or revocation has
 41 been canceled; and
 - 42 (B) the date the reinstatement is effective;



- (3) file the original certificate of reinstatement; and
- (4) serve, as provided in section 52 of this chapter, a copy of the certificate of reinstatement on the limited liability partnership.

(c) When the certificate of reinstatement is effective, the certificate of reinstatement relates back to and is considered to take effect as of the effective date of the dissolution or revocation and the limited liability partnership resumes carrying on its business as if the dissolution or revocation had never occurred.

SECTION 15. IC 23-4-1-58 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 58. (a) If the secretary of state denies a limited liability partnership's application for reinstatement under section 57 of this chapter, the secretary of state shall serve, as provided in section 52 of this chapter, the limited liability partnership with a written notice that explains the reason or reasons for denial.

(b) The limited liability partnership may appeal the denial of reinstatement to the circuit or superior court of the county where the limited liability partnership's principal office (or, if none in Indiana, its registered office) is located within thirty (30) days after service of the notice of denial is perfected. The limited liability partnership appeals by petitioning the court to set aside the dissolution or revocation and attaching to the petition copies of all the following:

- (1) The secretary of state's certificate of dissolution or revocation.
- (2) The limited liability partnership's application for reinstatement described in section 57 of this chapter.
- (3) The secretary of state's notice of denial described in subsection (a).

(c) The court may:

- (1) order the secretary of state to reinstate the dissolved limited liability partnership or revoke the certificate of authority of the foreign limited liability partnership; or
- (2) take other action the court considers appropriate.

(d) The court's final decision may be appealed as in other civil proceedings.

SECTION 16. IC 23-4-1-59 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 59. A person who signs a document that the person knows is false in a material respect, with the intent that the document be delivered to the secretary of state for filing, commits



a Class A misdemeanor.

SECTION 17. IC 23-15-1-1, AS AMENDED BY P.L.133-2009, SECTION 40, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1. (a) Except as otherwise provided in section 2 of this chapter, a person or general partnership conducting or transacting business in Indiana under a name, designation, or title other than the real name of the person or general partnership conducting or transacting the business shall file for record, in the office of the recorder of each county in which a place of business or an office of the person or general partnership is situated, a certificate stating the assumed name or names to be used and the full name and address of the person or general partnership engaged in or transacting business.

(b) The recorder shall keep a record of the certificates filed under this section and shall keep an index of the certificates showing, in alphabetical order, the names of the persons and general partnerships having certificates on file in the recorder's office, and the assumed name or names which they intend to use in carrying on their businesses as shown by the certificates.

(c) Before the dissolution of any business for which a certificate is on file with the recorder, the person or general partnership to which the certificate appertains shall file a notice of dissolution for record in the recorder's office.

(d) The county recorder shall charge a fee in accordance with IC 36-2-7-10 for each certificate, notice of dissolution, and notice of discontinuance of use filed with the recorder's office and recorded under this chapter. The funds received shall be receipted as county funds the same as other money received by the recorders.

(e) Except as provided in section 2 of this chapter:

- (1) a corporation conducting business in Indiana under a name, designation, or title other than the name of the corporation as shown by its articles of incorporation;
- (2) a foreign corporation conducting business in Indiana under a name, designation, or title other than the name of the foreign corporation as shown by its application for a certificate of authority to transact business in Indiana;
- (3) a limited partnership conducting business in Indiana under a name, designation, or title other than the name of the limited partnership as shown by its certificate of limited partnership;
- (4) a foreign limited partnership conducting business in Indiana under a name, designation, or title other than the name of the limited partnership as shown by its application for registration;
- (5) a limited liability company conducting business in Indiana



under a name, designation, or title other than as shown by its articles of organization;

(6) a foreign limited liability company conducting business in Indiana under a name, designation, or title other than the name of the limited liability company as shown by its application for registration;

(7) a limited liability partnership conducting business in Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration; and

(8) a foreign limited liability partnership conducting business in Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration;

shall file with the secretary of state a certificate stating the assumed name or names to be used and the full name and address of the corporation's, limited partnership's, limited liability company's, or limited liability partnership's, foreign or domestic, principal office in Indiana.

(f) An entity may not conduct or transact business using an assumed business name in Indiana that is inconsistent with the type of entity it is organized or formed as, unless the entity has filed the articles of conversion, domestication, or merger within the past twelve (12) months.

~~(f)~~ **(g)** A person, general partnership, corporation, limited partnership, limited liability company, or limited liability partnership, foreign or domestic, that has filed a certificate of assumed business name or names under subsection (a) or (e) may file a notice of discontinuance of use of assumed business name or names with the secretary of state or with the recorder's office in which the certificate was filed or transferred. The secretary of state or the recorder shall keep a record of notices filed under this subsection.

~~(g)~~ **(h)** This subsection applies to a foreign or domestic corporation, limited partnership, limited liability company, or limited liability partnership that, before July 1, 2009:

(1) filed a certificate stating the assumed name or names to be used in carrying out the entity's business; and

(2) filed the certificate:

(A) with the secretary of state; and

(B) in the recorder's office.

The entity shall file a notice of dissolution or notice of discontinuance of use of the assumed business name or names with the secretary of



1 state and with the recorder's office in which the certificate was filed or
2 transferred.

3 ~~(h)~~ (i) The secretary of state shall collect the following fees when a
4 copy of a certificate is filed with the secretary of state under subsection
5 (e):

6 (1) A fee of:

7 (A) twenty dollars (\$20) for an electronic filing; or

8 (B) thirty dollars (\$30) for a filing other than an electronic
9 filing;

10 from a corporation (other than a nonprofit corporation), limited
11 liability company, or a limited partnership.

12 (2) A fee of:

13 (A) ten dollars (\$10) for an electronic filing; or

14 (B) twenty-six dollars (\$26) for a filing other than an
15 electronic filing;

16 from a nonprofit corporation.

17 The secretary of state shall prescribe the electronic means of filing
18 certificates for purposes of collecting fees under this subsection. A fee
19 collected under this subsection is in addition to any other fee collected
20 by the secretary of state.

21 SECTION 18. IC 23-15-2-1 IS REPEALED [EFFECTIVE JULY 1,
22 2014]. ~~Sec. 1. Any corporation, for profit or not for profit, now or~~
23 ~~hereafter organized under the laws of the state of Indiana and any~~
24 ~~foreign corporation, for profit or not for profit, now or hereafter~~
25 ~~admitted to do business in the state of Indiana, which is required or~~
26 ~~permitted to designate and have a resident agent, may designate and~~
27 ~~have as such resident agent a corporation authorized to transact~~
28 ~~business in the state of Indiana and authorized by its articles or~~
29 ~~certificate of incorporation to act as such agent. Such corporate resident~~
30 ~~agent shall possess all of the powers and have all of the duties~~
31 ~~conferred or imposed upon the resident agent of any such corporation,~~
32 ~~and whenever or wherever in any statute of this state the term "person"~~
33 ~~is used or appears in relation to such resident agent, said term shall be~~
34 ~~deemed to include a corporate resident agent. Service of any legal~~
35 ~~process upon a corporate resident agent, as resident agent, may be~~
36 ~~made by serving a copy thereof on the president, a vice-president, the~~
37 ~~secretary, or an assistant secretary of said corporate resident agent.~~

38 SECTION 19. IC 23-15-10 IS ADDED TO THE INDIANA CODE
39 AS A NEW CHAPTER TO READ AS FOLLOWS [EFFECTIVE
40 JULY 1, 2014]:

41 **Chapter 10. Issuance of Interrogatories and Investigative**
42 **Claims**



1 **Sec. 1. As used in this chapter, "entity" means any entity listed**
 2 **in IC 23-1-20-10.**

3 **Sec. 2. The secretary of state may propound to any:**

4 (1) domestic or foreign entity that the secretary of state has
 5 reason to believe is subject to the provisions of this title under
 6 which the entity was created; and

7 (2) any officer, director, member, manager, or partner of the
 8 entity described in subdivision (1);

9 any written interrogatories as may be reasonably necessary and
 10 proper to enable the secretary of state to ascertain whether the
 11 entity has complied with this title.

12 **Sec. 3. (a) The interrogatories must be answered not later than**
 13 **thirty (30) days after the date the interrogatories are mailed or**
 14 **within an additional period approved, in writing, by the secretary**
 15 **of state. The answers to the interrogatories must be:**

16 (1) full and complete; and

17 (2) made in writing and under oath.

18 (b) If the interrogatories are directed to an individual, the
 19 individual shall answer the interrogatories.

20 (c) If the interrogatories are directed to an entity, an officer, a
 21 shareholder, a member, a manager, or a partner of the entity shall
 22 answer the interrogatories.

23 **Sec. 4. The secretary of state shall certify to the attorney**
 24 **general, for an action as the attorney general reasonably considers**
 25 **appropriate, all interrogatories and answers to the interrogatories**
 26 **that disclose a violation of any of the provisions of this title under**
 27 **which the entity was created, requiring or permitting action by the**
 28 **attorney general.**

29 **Sec. 5. The secretary of state may:**

30 (1) reverse fictitious filings; or

31 (2) administratively dissolve or revoke entities;

32 for failure to timely and adequately respond to interrogatories
 33 under section 3 of this chapter.

34 **Sec. 6. The secretary of state may adopt rules under IC 4-22-2**
 35 **that are necessary to carry out this chapter.**

36 SECTION 20. IC 23-16-2-3 IS AMENDED TO READ AS
 37 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 3. (a) Each limited
 38 partnership shall have and continuously maintain:

39 (1) an office at an address set forth in the certificate of limited
 40 partnership that:

41 (A) may be (but need not be) a place of its business in Indiana;
 42 and



(B) must be the repository for the records required to be maintained by section 6 of this chapter; and

(2) a registered agent whose business address is in Indiana, for service of process on the limited partnership, which agent must be:

(A) an individual resident of Indiana; or

(B) a domestic corporation or a foreign corporation authorized to do business in Indiana.

(b) Each limited partnership shall file all the following with the secretary of state:

(1) The name of the limited partnership's registered agent.

(2) The registered agent's written consent or a representation that the registered agent has consented.

(c) Each limited partnership formed under the laws of Indiana shall provide to the limited partnership's registered agent, and update from time to time as necessary, the name, business address, and business telephone number of a natural person who is:

(1) an officer, a director, an employee, or a designated agent of the limited partnership; and

(2) authorized to receive communications from the registered agent.

The natural person is considered to be the communications contact for the limited partnership.

(d) A registered agent shall retain, in paper or electronic form, the information provided by a limited partnership under subsection (c).

(e) If a limited partnership fails to provide the registered agent with the information required under subsection (c), the registered agent may resign, as provided in section 4 of this chapter, as the registered agent for the limited partnership.

(f) A limited partnership may change its registered agent by delivering to the secretary of state for filing a statement containing the following:

(1) The name of the limited partnership.

(2) The name of its current registered agent.

(3) The name and business address of the new registered agent and the new agent's consent to the appointment (either on the statement or attached to it).

(g) If a registered agent changes the address of the registered agent's business office, the registered agent must notify the limited partnership in writing of the change, and sign and deliver to the secretary of state for filing a statement that complies with the



requirements of subsection ~~(b)~~ (f) and recites that the limited partnership has been notified of the change.

SECTION 21. IC 23-16-3-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) To form a limited partnership, a certificate of limited partnership must be executed and filed in the office of the secretary of state. The certificate must include the following:

(1) The name of the limited partnership.

(2) The address of the office and the name and address of the agent for service of process required to be maintained by IC 23-16-2-3.

(3) The street address of the limited partnership's principal office.

~~(3)~~ (4) The name and the business address of each general partner.

~~(4)~~ (5) The latest date upon which the limited partnership is to dissolve.

~~(5)~~ (6) Any other matters the general partners agree to include.

(b) A limited partnership is formed at the time of the filing of the initial certificate of limited partnership in the office of the secretary of state or at any later time specified in the certificate of limited partnership if, in either case, there has been substantial compliance with the requirements of this section. Unless the certificate specifies an effective date that is different from the filing date, the time and date of the filing of the certificate is conclusive evidence as to when a limited partnership is formed.

SECTION 22. IC 23-16-9-5 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: **Sec. 5. The secretary of state may commence a proceeding under section 6 of this chapter to administratively dissolve a domestic limited partnership if:**

(1) the limited partnership fails to pay franchise taxes or penalties imposed by this article or another law within sixty (60) days after the date that the franchise taxes or penalties are due;

(2) the limited partnership is without a registered agent or registered office in Indiana for more than fifty-nine (59) days;

(3) a limited partnership fails to notify the secretary of state that the limited partnership's:

(A) registered agent or registered office has been changed;

(B) registered agent has resigned; or

(C) registered office has been discontinued;



1 within sixty (60) days from the date of the change, resignation,
2 or discontinuance; or

3 (4) the limited partnership's period of duration stated in its
4 articles of incorporation expires.

5 SECTION 23. IC 23-16-9-6 IS ADDED TO THE INDIANA CODE
6 AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
7 1, 2014]: Sec. 6. (a) If the secretary of state determines that one (1)
8 or more grounds exist under section 5 of this chapter for dissolving
9 a domestic limited partnership, the secretary of state shall serve,
10 as provided in IC 23-16-2-5, the limited partnership with written
11 notice of the determination unless the secretary of state:

12 (1) receives a receipt showing failure of service of process
13 upon the limited partnership's registered agent at the address
14 of the registered office; and

15 (2) determines that the secretary of state's office has no
16 record of the limited partnership's principal office address.

17 (b) If the limited partnership does not correct each ground for
18 dissolution or demonstrate to the reasonable satisfaction of the
19 secretary of state that each ground determined by the secretary of
20 state does not exist within sixty (60) days after the date service of
21 the notice is perfected under IC 23-16-2-5, the secretary of state
22 shall administratively dissolve the limited partnership by signing
23 a certificate of dissolution that recites the ground or grounds for
24 dissolution and its effective date. The secretary of state shall file
25 the original of the certificate and serve a copy on the limited
26 partnership under IC 23-16-2-5.

27 (c) A limited partnership administratively dissolved continues
28 its existence but may not carry on any business except that
29 necessary to wind up and liquidate its business and affairs under
30 IC 6-8.1-10-9 and section 1 of this chapter and follow rules for
31 distribution under section 4 of this chapter.

32 (d) The administrative dissolution of a limited liability
33 partnership does not terminate the authority of its registered
34 agent.

35 SECTION 24. IC 23-16-9-7 IS ADDED TO THE INDIANA CODE
36 AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
37 1, 2014]: Sec. 7. (a) A limited partnership dissolved under section
38 6 of this chapter may apply to the secretary of state for
39 reinstatement. The application for reinstatement must include all
40 the following:

41 (1) The name of the limited partnership.

42 (2) The effective date of the dissolution.



(3) A statement that the ground or grounds for dissolution either did not exist or have been eliminated.

(4) A statement that the limited partnership's name satisfies the requirements of IC 23-16-2-1.

(5) A certificate from the department of state revenue stating that all taxes owed by the limited partnership have been paid.

(b) If the secretary of state determines that the application contains the information required under subsection (a) and that the information is correct, the secretary of state shall:

(1) cancel the certificate of dissolution; and

(2) prepare a certificate of reinstatement that states:

(A) that the certificate of dissolution has been canceled; and

(B) the date that the reinstatement is effective;

(3) file the original certificate of reinstatement; and

(4) serve, as provided in IC 23-16-2-5, a copy of the certificate of reinstatement on the limited partnership.

(c) When the certificate of reinstatement is effective, the certificate of reinstatement relates back to and is considered to take effect as of the effective date of the dissolution and the limited partnership resumes carrying on its business as if the dissolution had never occurred.

SECTION 25. IC 23-16-9-8 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 8. (a) If the secretary of state denies a limited partnership's application for reinstatement under section 7 of this chapter, the secretary of state shall serve, as provided in IC 23-16-2-5, the limited partnership with a written notice that explains the reason or reasons for denial.

(b) The limited partnership may appeal the denial of reinstatement to the circuit or superior court of the county where the limited partnership's principal office (or, if none in Indiana, its registered office) is located within thirty (30) days after service of the notice of denial is perfected. The limited partnership appeals by petitioning the court to set aside the dissolution and attaching to the petition copies of all the following:

(1) The secretary of state's certificate of dissolution.

(2) The limited partnership's application for reinstatement described in section 7 of this chapter.

(3) The secretary of state's notice of denial described in subsection (a).

(c) The court may:



(1) order the secretary of state to reinstate the dissolved limited partnership; or

(2) take other action the court considers appropriate.

(d) The court's final decision may be appealed as in other civil proceedings.

SECTION 26. IC 23-16-10-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) Before transacting business in Indiana, a foreign limited partnership shall register with the secretary of state. In order to register, a foreign limited partnership must submit to the secretary of state an original copy executed by a general partner, together with a duplicate copy, of an application for registration as a foreign limited partnership, signed and sworn to under penalties for perjury by a general partner. The application must set forth the following:

(1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in Indiana.

(2) The state, territory, possession, foreign country, or other jurisdiction where the limited partnership was organized, the date of its formation and a statement signed by a general partner that, as of the date of filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its organization.

(3) The nature of the business or purpose to be promoted in Indiana.

(4) The name and address of the registered agent for service of process required under section 4 of this chapter.

(5) The name and business address, residence address, or mailing address of each general partner.

(6) The date on which the foreign limited partnership first transacted, or intends to transact, business in Indiana.

(7) The address of the office at which is kept a list of the names and addresses of the limited partners and the capital contributions of each, together with a statement by the foreign limited partnership that it will keep those records until the foreign limited partnership's registration in Indiana is ~~cancelled~~: **canceled**.

(8) The street address of the foreign limited partnership's principal office.

(b) The following activities, among others, do not constitute transacting business within the meaning of subsection (a):

(1) Maintaining, defending, or settling any proceeding.

(2) Holding meetings of the partners or carrying on other



activities concerning internal partnership affairs.

(3) Maintaining bank accounts.

(4) Maintaining offices or agencies for the transfer, exchange, and registration of the partnership's own securities or maintaining trustees or depositaries with respect to those securities.

(5) Selling through independent contractors.

(6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside Indiana before they become contracts.

(7) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property.

(8) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(9) Owning, without more, real or personal property.

(10) Conducting an isolated transaction that is completed within thirty (30) days and that is not one (1) of a course of repeated transactions of a like nature.

(11) Transacting business in interstate commerce.

(c) Service of legal process upon any foreign limited partnership shall be made as provided in IC 23-16-2-3, except the secretary of state is the agent for service of process for a foreign limited partnership transacting business in Indiana without registration.

SECTION 27. IC 23-16-10-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 4. (a) Except as provided in subsection (b), a foreign limited partnership may register with the secretary of state under any name (whether or not it is the name under which it is registered in the jurisdiction of its organization) that:

(1) includes the words "limited partnership" or the abbreviation "L.P."; and

(2) could be registered by a domestic limited partnership.

(b) A foreign limited partnership may apply to the secretary of state to use a name that is not distinguishable upon the secretary of state's records from one (1) or more of the names described in subsection (a). The secretary of state shall authorize use of the name applied for if:

(1) the other domestic or foreign limited partnership files its written consent to the use of its name, signed by any current general partner of the other limited partnership and verified subject to the penalties for perjury; or

(2) the applicant delivers to the secretary of state a certified copy of a final court judgment establishing the applicant's right to use the name applied for in Indiana.



(c) Each foreign limited partnership shall have and maintain:

(1) an office, which may be (but need not be) a place of its business in Indiana; and

(2) a registered agent whose business address is in Indiana for service of process on the foreign limited partnership, which may be:

(A) an individual resident of Indiana; or

(B) a domestic corporation or a foreign corporation authorized to transact business in Indiana.

(d) Each foreign limited partnership shall file all the following with the secretary of state:

(1) The name of the foreign limited partnership's registered agent.

(2) The registered agent's written consent or a representation that the registered agent has consented.

(e) Each foreign limited partnership qualified to do business in Indiana shall provide to the foreign limited partnership's registered agent, and update from time to time as necessary, the name, business address, and business telephone number of a natural person who is:

(1) an officer, a director, an employee, or a designated agent of the foreign limited partnership; and

(2) authorized to receive communications from the registered agent.

The natural person is considered to be the communications contact for the foreign limited partnership.

(f) A registered agent shall retain, in paper or electronic form, the information provided by a foreign limited partnership under subsection (e).

(g) If a foreign limited partnership fails to provide the registered agent with the information required under subsection (e), the registered agent may resign, as provided in subsection (j), as the registered agent for the foreign limited partnership.

~~(h)~~ (h) A foreign limited partnership may change its registered agent by delivering to the secretary of state for filing a statement containing the following:

(1) The name of the foreign limited partnership.

(2) The name of its current registered agent.

(3) The name and business address of the new registered agent and the new agent's consent to the appointment (either on the statement or attached to it).

~~(e)~~ (i) If a registered agent changes the address of the registered



agent's business office, the registered agent must notify the foreign limited partnership in writing of the change, and sign and deliver to the secretary of state for filing a statement that complies with the requirements of subsection ~~(h)~~ **(h)** and recites that the foreign limited partnership has been notified of the change.

~~(h)~~ **(j)** A registered agent may resign the agency appointment by signing and delivering to the secretary of state for filing the signed original and two (2) exact or conformed copies of a statement of resignation. After filing the statement, the secretary of state shall mail one (1) copy to the partnership at the office referred to in subsection (c)(1). The agency appointment is terminated on the thirty-first day after the date on which the statement was filed.

SECTION 28. IC 23-16-10-10 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: **Sec. 10. The secretary of state may commence a proceeding under section 11 of this chapter to revoke the certificate of authority of a foreign limited partnership if:**

(1) the foreign limited partnership fails to pay franchise taxes or penalties imposed by this article or another law within sixty (60) days after the date that the franchise taxes or penalties are due;

(2) the foreign limited partnership is without a registered agent or registered office in Indiana for more than fifty-nine (59) days;

(3) a foreign limited partnership fails to notify the secretary of state that the foreign limited partnership's:

(A) registered agent or registered office has been changed;

(B) registered agent has resigned; or

(C) registered office has been discontinued;

within sixty (60) days from the date of the change, resignation, or discontinuance; or

(4) the foreign limited partnership's period of duration stated in its articles of incorporation expires.

SECTION 29. IC 23-16-10-11 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: **Sec. 11. (a) If the secretary of state determines that one (1) or more grounds exist under section 10 of this chapter for revoking the certificate of authority of a foreign limited partnership, the secretary of state shall serve, as provided in section 5 of this chapter, the foreign limited partnership with written notice of the determination unless the secretary of state:**

(1) receives a receipt showing failure of service of process



upon the foreign limited partnership's registered agent at the address of the registered office; and

(2) determines that the secretary of state's office has no record of the foreign limited partnership's principal office address.

(b) If the foreign limited partnership does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty (60) days after the date service of the notice is perfected under section 5 of this chapter, the secretary of state shall revoke the of authority of the foreign limited partnership by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign limited partnership under section 5 of this chapter.

(c) A limited partnership that has had its certificate of registration revoked continues its existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs under IC 6-8.1-10-9 and section 7 of this chapter.

(d) The administrative dissolution of a foreign limited partnership does not terminate the authority of its registered agent.

SECTION 30. IC 23-16-10-12 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 12. (a) A foreign limited partnership that has had its certificate of authority revoked under section 11 of this chapter may apply to the secretary of state for reinstatement. The application for reinstatement must include all the following:

(1) The name of the foreign limited partnership.

(2) The effective date of the revocation.

(3) A statement that the ground or grounds for revocation either did not exist or have been eliminated.

(4) A statement that the foreign limited partnership's name satisfies the requirements of section 4 of this chapter.

(5) A certificate from the department of state revenue stating that all taxes owed by the foreign limited partnership have been paid.

(b) If the secretary of state determines that the application contains the information required under subsection (a) and that



the information is correct, the secretary of state shall:

- (1) cancel the certificate of revocation; and
- (2) prepare a certificate of reinstatement that states:
 - (A) that the certificate of revocation has been canceled; and
 - (B) the date that the reinstatement is effective;
- (3) file the original certificate of reinstatement; and
- (4) serve, as provided in section 5 of this chapter, a copy of the certificate of reinstatement on the foreign limited partnership.

(c) When the certificate of reinstatement is effective, the certificate of reinstatement relates back to and is considered to take effect as of the effective date of the revocation and the foreign limited partnership resumes carrying on its business as if the revocation had never occurred.

SECTION 31. IC 23-16-10-13 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 13. (a) If the secretary of state denies a foreign limited partnership's application for reinstatement under section 12 of this chapter, the secretary of state shall serve, as provided in section 5 of this chapter, the foreign limited partnership with a written notice that explains the reason or reasons for denial.

(b) The foreign limited partnership may appeal the denial of reinstatement to the circuit or superior court of the county where the foreign limited partnership's principal office (or, if none in Indiana, its registered office) is located within thirty (30) days after service of the notice of denial is perfected. The foreign limited partnership appeals by petitioning the court to set aside the revocation and attaching to the petition copies of all the following:

- (1) The secretary of state's certificate of revocation.
- (2) The foreign limited partnership's application for reinstatement described in section 12 of this chapter.
- (3) The secretary of state's notice of denial described in subsection (a).

(c) The court may:

- (1) order the secretary of state to reinstate the revoked certificate of authority of the foreign limited partnership; or
- (2) take other action the court considers appropriate.

(d) The court's final decision may be appealed as in other civil proceedings.

SECTION 32. IC 23-16-12-5.1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 5.1. (a) For purposes



of this article, a document is delivered for filing if the document is transferred to the secretary of state by hand, mail, ~~telecopy, facsimile,~~ or ~~other~~ a form of electronic transmission meeting the requirements established by the secretary of state.

(b) If a document is delivered for filing by hand or mail, the document must be accompanied by:

(1) two (2) exact or conformed copies of a document filed under IC 23-16-2-4 or IC 23-16-10-4; or

(2) one (1) exact or conformed copy of any other document filed under this article.

~~(c) The office of the secretary of state shall create any copies of a document delivered by telecopy facsimile, or other form of electronic transmission that are required for distribution under this article.~~

SECTION 33. IC 23-16-12-7 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: **Sec. 7. A person who signs a document that the person knows is false in a material respect with the intent that the document be delivered to the secretary of state for filing commits a Class A misdemeanor.**

SECTION 34. IC 23-17-3-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. Articles of incorporation must contain the following:

(1) A corporate name for the corporation that satisfies the requirements of IC 23-17-5-1.

(2) One (1) of the following statements:

(A) "This corporation is a public benefit corporation".

(B) "This corporation is a mutual benefit corporation".

(C) "This corporation is a religious corporation".

(3) The street address of the corporation's initial registered office in Indiana and the name of the corporation's initial registered agent at that office.

(4) The name and address of each incorporator.

(5) Whether or not the corporation will have members.

(6) Provisions that are not inconsistent with any law regarding the distribution of assets on dissolution.

(7) The street address of the corporation's principal office.

SECTION 35. IC 23-17-4-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. Unless a corporation's articles of incorporation provide otherwise, a corporation has perpetual duration and succession in the corporation's corporate name and has the same powers as an individual to do all things necessary or convenient to carry out the corporation's affairs, including



the power to do the following:

- (1) Sue, be sued, complain, and defend in the corporation's corporate name.
- (2) Have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument.
- (3) Make and amend bylaws not inconsistent with the corporation's articles of incorporation or with Indiana law for managing the affairs of the corporation.
- (4) Purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
- (5) Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the corporation's property.
- (6) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.
- (7) Make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the corporation's obligations by mortgage or pledge of any of the corporation's property, franchises, or income.
- (8) Lend money, invest and reinvest the corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under IC 23-17-13-3.
- (9) Be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity.
- (10) Conduct the corporation's activities, locate offices, and exercise the powers granted by this article inside or outside Indiana.
- (11) Elect directors, elect and appoint officers, and appoint employees and agents of the corporation, define the duties and fix the compensation of directors, officers, employees and agents.
- (12) Pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for the corporation's current or former directors, officers, employees, and agents.
- (13) Make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest.



(14) Impose dues, assessments, admission, and transfer fees upon the corporation's members.

(15) Establish conditions for admission of members, admit members, and issue memberships.

(16) Carry on a business.

(17) Have and exercise powers of a trustee as permitted by law, including those set forth in IC 30-4-3-3.

(18) Purchase and maintain insurance on behalf of any individual who:

(A) is or was a director, an officer, an employee, or an agent of the corporation; or

(B) is or was serving at the request of the corporation as a director, an officer, an employee, or an agent of another entity; against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the corporation would have power to indemnify the individual against the same liability under this article.

(19) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation.

(20) Adopt, either in the corporation's articles of incorporation or bylaws, a provision establishing exclusive jurisdiction in the circuit or superior courts of any county in Indiana, or in the case of pendent jurisdiction, the United States district courts of Indiana, for:

(A) any derivative action brought on behalf of, or in the name of the corporation;

(B) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee, or agent of the corporation to the corporation;

(C) any action asserting a claim arising under:

(i) any provision of this article; or

(ii) the corporation's articles of incorporation or bylaws;
or

(D) any action asserting a claim governed by the internal affairs doctrine, subject to, in each case, the court having personal jurisdiction over the indispensable parties that are named as defendants in the case.

SECTION 36. IC 23-17-6-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1. **(a)** A corporation must continuously maintain the following in Indiana:

(1) A registered office.



(2) A registered agent, who must be one (1) of the following:

(A) An individual who resides in Indiana and whose business office is identical with the registered office.

(B) ~~A business or nonprofit corporation~~ **A domestic limited liability company, domestic corporation, or nonprofit domestic corporation** whose business office is identical with the registered office.

(C) A foreign ~~business or nonprofit corporation~~ **limited liability company, foreign corporation, or nonprofit foreign corporation** authorized to transact business in Indiana whose business office is identical with the registered office.

(b) Each corporation shall file all the following with the secretary of state:

(1) The name of the corporation's registered agent.

(2) The registered agent's written consent or a representation that the registered agent has consented.

(c) Each corporation formed under the laws of Indiana shall provide to the corporation's registered agent, and update from time to time as necessary, the name, business address, and business telephone number of a natural person who is:

(1) an officer, a director, an employee, or a designated agent of the corporation; and

(2) authorized to receive communications from the registered agent.

The natural person is considered to be the communications contact for the corporation.

(d) A registered agent shall retain, in paper or electronic form, the information provided by a corporation under subsection (c).

(e) If a corporation fails to provide the registered agent with the information required under subsection (c), the registered agent may resign, as provided in section 3 of this chapter, as the registered agent for the corporation.

SECTION 37. IC 23-17-23-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) If the secretary of state determines that a ground exists under section 1 of this chapter for dissolving a corporation, the secretary of state shall serve the corporation with written notice of the determination under IC 23-17-6-4 unless the secretary of state:

(1) receives a receipt showing failure of service of process upon the corporation's registered agent at the address of the registered office; and

(2) determines that the secretary of state's office has no



record of the corporation's principal office address.

(b) If the corporation does not:

(1) correct each ground for dissolution; or

(2) demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist;

within at least sixty (60) days after service of the notice is perfected under IC 23-17-6-4, the secretary of state may administratively dissolve the corporation by signing a certificate of dissolution that recites the grounds for dissolution and the effective date of the dissolution. The secretary of state shall file the original of the certificate and serve a copy on the corporation under IC 23-17-6-4.

(c) A corporation administratively dissolved continues the corporation's corporate existence but may not carry on any activities except those necessary to wind up and liquidate the corporation's affairs under IC 23-17-22-5 and notify the corporation's claimants under IC 23-17-22-6 and IC 23-17-22-7.

(d) The administrative dissolution of a corporation does not terminate the authority of the corporation's registered agent.

SECTION 38. IC 23-17-26-7 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 7. **(a)** A foreign corporation authorized to transact business in Indiana must continuously maintain in Indiana:

(1) a registered office; and

(2) a registered agent, who may be:

(A) an individual who resides in Indiana and whose business office is identical with the registered office;

(B) a corporation incorporated or authorized to transact business under IC 23-1 whose business office is identical with the registered office;

(C) a foreign business or nonprofit corporation authorized to transact business in Indiana whose office is identical with the registered office; or

(D) a nonprofit entity organized or authorized to transact business in Indiana whose office is identical with the registered office.

(b) Each foreign corporation shall file all the following with the secretary of state:

(1) The name of the foreign corporation's registered agent.

(2) The registered agent's written consent or a representation that the registered agent has consented.

(c) Each foreign corporation qualified to do business in Indiana



1 shall provide to the foreign corporation's registered agent, and
 2 update from time to time as necessary, the name, business address,
 3 and business telephone number of a natural person who is:

- 4 (1) an officer, a director, an employee, or a designated agent
 5 of the foreign corporation; and
 6 (2) authorized to receive communications from the registered
 7 agent.

8 The natural person is considered to be the communications contact
 9 for the foreign corporation.

10 (d) A registered agent shall retain, in paper or electronic form,
 11 the information provided by a foreign corporation under
 12 subsection (c).

13 (e) If a foreign corporation fails to provide the registered agent
 14 with the information required under subsection (c), the registered
 15 agent may resign, as provided in section 9 of this chapter, as the
 16 registered agent for the foreign corporation.

17 SECTION 39. IC 23-17-26-13 IS AMENDED TO READ AS
 18 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 13. (a) If the secretary
 19 of state determines that a ground exists under section 12 of this chapter
 20 for revocation of a certificate of authority, the secretary of state shall,
 21 under section 10 of this chapter, serve the foreign corporation with
 22 written notice of the determination **unless the secretary of state:**

- 23 (1) receives a receipt showing failure of service of process
 24 upon the foreign corporation's registered agent at the address
 25 of the registered office; and
 26 (2) determines that the secretary of state's office has no
 27 record of the foreign corporation's principal office address.

28 (b) If the foreign corporation does not correct each ground for
 29 revocation or demonstrate to the reasonable satisfaction of the secretary
 30 of state that each ground determined by the secretary of state does not
 31 exist within sixty (60) days after service of the notice is perfected under
 32 section 10 of this chapter, the secretary of state may revoke the foreign
 33 corporation's certificate of authority by signing a certificate of
 34 revocation that recites the ground for revocation and the revocation's
 35 effective date. The secretary of state shall file the original of the
 36 certificate and serve a copy on the foreign corporation under section 10
 37 of this chapter.

38 (c) The authority of a foreign corporation to transact business in
 39 Indiana ceases on the date shown on the certificate revoking the foreign
 40 corporation's certificate of authority.

41 (d) The secretary of state's revocation of a foreign corporation's
 42 certificate of authority appoints the secretary of state the foreign



corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact business in Indiana. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall mail a copy of the process to the secretary of the foreign corporation at the foreign corporation's principal office shown in the foreign corporation's most recent annual report or in any subsequent communication received from the corporation stating the current mailing address of the foreign corporation's principal office, or, if a report or communication is not on file, in the foreign corporation's application for a certificate of authority.

(e) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the foreign corporation.

SECTION 40. IC 23-17-26-13.5 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: **Sec. 13.5. (a) A foreign corporation that has had its certificate of authority revoked under section 13 of this chapter may apply to the secretary of state for reinstatement. The application for reinstatement must include all the following:**

- (1) The name of the foreign corporation.**
- (2) The effective date of the revocation.**
- (3) A statement that the ground or grounds for revocation either did not exist or have been eliminated.**
- (4) A statement that the foreign corporation's name satisfies the requirements of IC 23-17-5-1 or section 6 of this chapter.**
- (5) A certificate from the department of state revenue stating that all taxes owed by the foreign corporation have been paid.**

(b) If the secretary of state determines that the application contains the information required under subsection (a) and that the information is correct, the secretary of state shall:

- (1) cancel the certificate of revocation; and**
- (2) prepare a certificate of reinstatement that states:**
 - (A) that the certificate of revocation has been canceled;**
 - and**
 - (B) the date that the reinstatement is effective;**
- (3) file the original certificate of reinstatement; and**
- (4) serve, as provided in section 10 of this chapter, a copy of the certificate of reinstatement on the foreign corporation.**

(c) When the certificate of reinstatement is effective, the certificate of reinstatement relates back to and is considered to



1 take effect as of the effective date of the revocation and the foreign
 2 corporation resumes carrying on its business as if the revocation
 3 had never occurred.

4 SECTION 41. IC 23-17-26-14 IS AMENDED TO READ AS
 5 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 14. (a) **If the secretary**
 6 **of state denies a foreign corporation's application for**
 7 **reinstatement under section 13.5 of this chapter, the secretary of**
 8 **state shall serve, as provided in section 10 of this chapter, the**
 9 **foreign corporation with a written notice that explains the reason**
 10 **or reasons for denial.**

11 (a) (b) A foreign corporation may appeal the secretary of state's
 12 revocation of the foreign corporation's certificate of authority to the
 13 circuit or superior court of the county in which the foreign corporation's
 14 registered office is located within thirty (30) days after service of the
 15 certificate of revocation is perfected. ~~under section 10 of this chapter.~~
 16 The foreign corporation appeals by petitioning the court to set aside the
 17 revocation and attaching to the petition copies of ~~the foreign~~
 18 ~~corporation's certificate of authority and all the following:~~

19 (1) The secretary of state's certificate of revocation.

20 (2) **The foreign corporation's application for reinstatement**
 21 **described in section 13.5 of this chapter.**

22 (3) **The secretary of state's notice of denial described in**
 23 **subsection (a).**

24 (b) (c) The court may do the following:

25 (1) Order the secretary of state to reinstate the certificate of
 26 authority.

27 (2) Take any other action the court considers appropriate.

28 (c) (d) The court's final decision may be appealed as in other civil
 29 proceedings.

30 SECTION 42. IC 23-17-29-1.1 IS AMENDED TO READ AS
 31 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1.1. (a) For purposes
 32 of this article, a document is delivered for filing if the document is
 33 transferred to the secretary of state by hand, mail, ~~telecopy, facsimile,~~
 34 or ~~other~~ a form of electronic transmission meeting the requirements
 35 established by the secretary of state.

36 (b) If a document is delivered for filing by hand or mail, the
 37 document must be accompanied by:

38 (1) two (2) exact or conformed copies of a document filed under
 39 IC 23-17-6-3 or IC 23-17-26-9; or

40 (2) one (1) exact or conformed copy of any other document filed
 41 under this article.

42 (c) ~~The office of the secretary of state shall create any copies of a~~



document delivered by telecopy facsimile, or other form of electronic transmission that are required for distribution under this article.

SECTION 43. IC 23-17-31 IS ADDED TO THE INDIANA CODE AS A NEW CHAPTER TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]:

Chapter 31. Domestication of Nonprofit Corporation

Sec. 1. (a) A foreign nonprofit corporation may become a domestic nonprofit corporation only if the domestication is permitted by the organic law of the foreign nonprofit corporation. The laws of Indiana govern the domiciliary state of the effect of domesticating a foreign nonprofit corporation in Indiana under this chapter.

(b) A domestic nonprofit corporation may become a foreign nonprofit corporation only if the domestication is permitted by the laws of the foreign jurisdiction where the domestic nonprofit corporation is seeking redomestication. Regardless of whether the laws of the foreign jurisdiction require the adoption of a plan of domestication, the domestication must be approved by the adoption by the nonprofit corporation of a plan of domestication in the manner provided in this section. The laws of the foreign jurisdiction govern the effect of domesticating in that jurisdiction.

(c) The plan of domestication must include:

- (1)** a statement of the jurisdiction in which the nonprofit corporation is to be domesticated;
- (2)** the terms and conditions of the domestication; and
- (3)** any desired amendments to the articles of incorporation of the nonprofit corporation following its domestication.

Sec. 2. In the case of a domestication of a domestic nonprofit corporation in a foreign jurisdiction, the plan of domestication must be adopted by the board of directors.

Sec. 3. (a) After the domestication of a foreign nonprofit corporation has been authorized as required by the laws of the foreign jurisdiction, the articles of domestication must be executed by an officer or other authorized representative. The articles must set forth:

- (1)** the name of the nonprofit corporation immediately before the filing of the articles of domestication and, if that name is unavailable for use in Indiana or the nonprofit corporation desires to change its name in connection with the domestication, a name that satisfies the requirements of IC 23-17-5-1;
- (2)** the jurisdiction of incorporation of the nonprofit



corporation immediately before the filing of the articles of domestication in that jurisdiction; and

(3) a statement that the domestication of the nonprofit corporation in Indiana was authorized as required by the laws of the jurisdiction in which the nonprofit corporation was incorporated immediately before its domestication under this chapter.

(b) The articles of domestication must either contain all the provisions that IC 23-17-3-2 requires to be set forth in articles of incorporation and any other desired provisions that IC 23-17-3-3 permits to be included in the articles of incorporation or must have attached articles of incorporation. In either case, provisions that would not be required to be included in restated articles of incorporation may be omitted.

(c) The articles of domestication must be delivered to the secretary of state for filing and are effective at the time provided in IC 23-17-29-4.

(d) If the foreign corporation is authorized to transact business in this state under IC 23-17-26, its certificate of authority is canceled automatically on the effective date of its domestication.

Sec. 4. (a) Whenever a domestic nonprofit corporation has adopted and approved, in the manner required by this chapter, a plan of domestication providing for the nonprofit corporation to be domesticated in a foreign jurisdiction, an officer or another authorized representative of the domestic nonprofit corporation must execute articles of charter surrender on behalf of the domestic nonprofit corporation. The articles of charter surrender must set forth:

- (1) the name of the nonprofit corporation;
- (2) a statement that the articles of charter surrender are being filed in connection with the domestication of the nonprofit corporation in a foreign jurisdiction;
- (3) a statement that the domestication was approved by the board of directors; and
- (4) the nonprofit corporation's new jurisdiction of incorporation.

(b) The articles of charter surrender must be delivered by the nonprofit corporation to the secretary of state for filing. The articles of charter surrender are effective at the time provided in IC 23-17-29-4.

Sec. 5. When a domestication of a foreign nonprofit corporation in Indiana becomes effective:



- (1) the title to all real and personal property, both tangible and intangible, held by the nonprofit corporation remains in the nonprofit corporation without reversion or impairment;
- (2) the liabilities of the nonprofit corporation remain the liabilities of the nonprofit corporation;
- (3) an action or proceeding pending against the nonprofit corporation continues against the nonprofit corporation as if the domestication had not occurred;
- (4) the articles of domestication, or the articles of incorporation attached to the articles of domestication, constitute the articles of incorporation of the nonprofit corporation;
- (5) the nonprofit corporation is considered to:
 - (A) be incorporated under the laws of Indiana for all purposes;
 - (B) be the same nonprofit corporation without interruption as the nonprofit corporation that existed under the laws of the foreign jurisdiction; and
 - (C) have been incorporated on the date it was originally incorporated in the foreign jurisdiction.

Sec. 6. (a) Unless otherwise provided in a plan of domestication of a domestic nonprofit corporation, after the plan has been adopted and approved as required by this chapter, and at any time before the domestication has become effective, the plan of domestication may be abandoned by the board of directors.

(b) If a domestication is abandoned under subsection (a) after articles of charter surrender have been filed with the secretary of state but before the domestication has become effective, a statement that the domestication has been abandoned under this section, executed by an officer or other authorized representative, must be delivered to the secretary of state for filing before the effective date of the domestication. The statement is effective upon filing and the domestication is abandoned and may not become effective.

(c) If the domestication of a foreign nonprofit corporation in Indiana is abandoned under the laws of the foreign jurisdiction after articles of domestication have been filed with the secretary of state, a statement that the domestication has been abandoned, executed by an officer or other authorized representative, must be delivered to the secretary of state for filing. The statement is effective upon filing and the domestication is abandoned and may not become effective.



SECTION 44. IC 23-18-2-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. Unless the limited liability company's articles of organization provide otherwise, every limited liability company has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including the following:

- (1) Sue, be sued, complain, and defend in its name.
- (2) Make and amend operating agreements, not inconsistent with its articles of organization or with the laws of this state, for managing the business and regulating the affairs of the limited liability company.
- (3) Purchase, receive, lease, or otherwise acquire and own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (4) Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property.
- (5) Except as otherwise prohibited by this article:
 - (A) purchase, receive, subscribe for, or otherwise acquire;
 - (B) own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and
 - (C) deal in and with shares, interests, obligations, or other securities of;
 any corporation, partnership, association, limited liability company, foreign limited liability company, or business trust.
- (6) Make contracts and guarantees, incur liabilities, borrow money, and issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income.
- (7) Lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- (8) Be a promoter, a stockholder, a partner, a member, a manager, an associate, or an agent of any corporation, partnership, limited liability company, foreign limited liability company, joint venture, trust, or other enterprise.
- (9) Conduct its business, locate offices, and exercise the powers granted by this article within or outside Indiana.
- (10) Elect or appoint managers, agents, and employees, define their duties, fix their compensation, and lend them money and credit.
- (11) Pay pensions and establish and administer pension plans, pension trusts, profit-sharing plans, welfare plans, qualified and nonqualified retirement plans, and benefit or incentive plans for



any or all of its current or former managers, employees, and agents.

(12) Make donations for public welfare, charitable, scientific, or educational purposes.

(13) Transact any lawful business that will aid governmental policy.

(14) Indemnify and hold harmless any member, manager, agent, or employee from and against any and all claims and demands, except in the case of action or failure to act by the member, agent, or employee which constitutes willful misconduct or recklessness and subject to any standards and restrictions set forth in a written operating agreement.

(15) To the extent authorized by the licensing authority (as defined in IC 23-1.5-1-9) provide professional services (as defined in IC 23-1.5-1-11).

(16) Make payments or donations or do any other act that furthers the business and affairs of the limited liability company.

(17) Adopt, either in the limited liability company's articles of incorporation or operating agreement, a provision establishing exclusive jurisdiction in the circuit or superior courts of any county in Indiana, or in the case of pendent jurisdiction, the United States district courts of Indiana, for:

(A) any derivative action brought on behalf of, or in the name of the limited liability company;

(B) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee, or agent of the limited liability company to the limited liability company;

(C) any action asserting a claim arising under:

(i) any provision of this article; or

(ii) the limited liability company's articles of incorporation or operating agreement; or

(D) any action asserting a claim governed by the internal affairs doctrine, subject to, in each case, the court having personal jurisdiction over the indispensable parties that are named as defendants in the case.

SECTION 45. IC 23-18-2-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 4. (a) At least one (1) person may form a limited liability company by causing articles of organization to be executed and filed for record with the office of the secretary of state. A person does not need to be a member of the limited liability company at the time of formation or after formation has



1 occurred.

2 (b) Articles of organization shall contain the following:

3 (1) The name of the limited liability company.

4 (2) The street address of the limited liability company's registered
5 office in Indiana and the name of the limited liability company's
6 registered agent at that office.

7 (3) The latest date upon which the limited liability company is to
8 dissolve, or a statement that the duration of the limited liability
9 company is perpetual until dissolution in accordance with this
10 article.

11 (4) If the articles of organization provide for a manager or
12 managers, a statement to that effect.

13 (5) Any other matters not inconsistent with this article that the
14 members agree to include, including any matters that are required
15 to be or may be included in an operating agreement under this
16 article.

17 **(6) The street address of the limited liability company's**
18 **principal office.**

19 SECTION 46. IC 23-18-2-10 IS AMENDED TO READ AS
20 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 10. **(a)** A limited
21 liability company must continuously maintain in Indiana the following:

22 (1) A registered office.

23 (2) A registered agent, who must be one (1) of the following:

24 (A) An individual who resides in Indiana and whose business
25 office is identical with the registered office.

26 (B) A domestic limited liability company, domestic
27 corporation, or nonprofit domestic corporation whose business
28 office is identical with the registered office.

29 (C) A foreign limited liability company, foreign corporation,
30 or nonprofit foreign corporation authorized to transact
31 business in Indiana whose business office is identical with the
32 registered office.

33 **(b) Each limited liability company shall file all the following**
34 **with the secretary of state:**

35 **(1) The name of the limited liability company's registered**
36 **agent.**

37 **(2) The registered agent's written consent or a representation**
38 **that the registered agent has consented.**

39 **(c) Each limited liability company formed under the laws of**
40 **Indiana shall provide to the limited liability company's registered**
41 **agent, and update from time to time as necessary, the name,**
42 **business address, and business telephone number of a natural**



person who is:

- (1) an officer, a director, an employee, or a designated agent of the limited liability company; and
- (2) authorized to receive communications from the registered agent.

The natural person is considered to be the communications contact for the limited liability company.

(d) A registered agent shall retain, in paper or electronic form, the information provided by a limited liability company under subsection (c).

(e) If a limited liability company fails to provide the registered agent with the information required under subsection (c), the registered agent may resign, as provided in section 12 of this chapter, as the registered agent for the limited liability company.

SECTION 47. IC 23-18-3-2.5, AS ADDED BY P.L.40-2013, SECTION 7, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2.5. If the written operating agreement of a limited liability company provides for officers as permitted by IC 23-18-4-4(a)(3), the following apply:

- (1) Each officer has ~~only~~ those powers and duties: ~~specified~~
 - (A) set forth, generally or specifically in the written operating agreement; or
 - (B) otherwise delegated to an officer from time to time by the:
 - (i) manager or managers of a manager-managed limited liability company; or
 - (ii) member or members of a member-managed limited liability company;

in a manner consistent with the written operating agreement.
- (2) Each officer has the status of an agent of the limited liability company for purposes of section 3 of this chapter.
- (3) If an officer acts within the officer's apparent authority to carry on the business of the limited liability company in the usual way, the officer's actions bind the limited liability company to the same extent as the actions of a manager would bind a limited liability company under section 1.1(c)(2) and 1.1(d) of this chapter.
- (4) Notice to an officer of a matter relating to the business or affairs of the limited liability company, or the knowledge of the officer acting in the particular matter, is notice to the limited liability company to the same extent that notice to a manager or knowledge of a manager would be treated as notice to a limited



liability company under section 2(b)(1) of this chapter.

SECTION 48. IC 23-18-3-2.6 IS ADDED TO THE INDIANA CODE AS A **NEW** SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: **Sec. 2.6. Section 2.5 of this chapter and IC 23-18-4-4(a)(3) are effective after June 30, 2013. However, section 2.5 of this chapter and IC 23-18-4-4(a)(3) are not intended to adversely affect the validity of:**

(1) any provision of a written operating agreement in effect before July 1, 2013, that:

(A) provides for an officer or officers; or

(B) sets forth the powers or duties of an officer or officers;

or

(2) any act by an officer before July 1, 2013.

SECTION 49. IC 23-18-4-4, AS AMENDED BY P.L.40-2013, SECTION 8, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 4. (a) A written operating agreement may do one (1) or more of the following:

(1) Modify, increase, decrease, limit, or eliminate the duties (including fiduciary duties) or the liability of a member or manager for breach of the duties set forth in section 2(a) of this chapter.

(2) Provide for indemnification of a member or manager for judgments, settlements, penalties, fines, or expenses incurred in a proceeding to which a person is a party because the person is or was a member or manager.

(3) Provide for officers of a limited liability company that is:

(A) managed by a manager or managers; or

(B) managed by a member or members;

by specifying the title, powers, duties, and term of office (either perpetual or for a specific term) for each officer and the means by which each officer is to be appointed, elected, or reelected, **or by authorizing in the written operating agreement the authority of the manager or managers of a manager-managed limited liability company or the member or members of a member-managed limited liability company to otherwise establish officers and the titles, powers, duties, and terms of office of the officers.**

(4) Provide that one (1) or more persons who are not members or managers have the right to approve or disapprove any of one (1) or more specified actions with respect to the limited liability company, including:

(A) voluntary dissolution;



(B) merger; or

(C) amending the written operating agreement.

(b) If a person who is not a member or manager is given the right to approve or disapprove specified actions as permitted by subsection (a)(4), the person does not have the general right to vote with the members or managers regarding any matters unless specifically provided otherwise in the written operating agreement.

SECTION 50. IC 23-18-6-2.5, AS ADDED BY P.L.40-2013, SECTION 10, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2.5. (a) Unless otherwise limited or prohibited in a written operating agreement, any member interest in a limited liability company:

(1) may be designated as a transfer on death property under IC 32-17-14, with:

(A) the member as the owner of the interest; and

(B) one (1) or more transfer on death beneficiaries designated;

or

(2) may be titled and held in joint tenancy with right of survivorship between two (2) or more individuals.

(b) The following apply upon the death of a person who is the owner of a member interest designated as a transfer on death property:

(1) Each surviving transfer on death beneficiary has the status of an assignee of a fractional or percentage portion of the entire member interest owned by the deceased owner, consistent with the transfer on death beneficiary designation, until that transfer on death beneficiary is admitted as a member of the limited liability company.

(2) The rights and obligations of each surviving transfer on death beneficiary with respect to the member interest are subject to all:

(A) transfer restrictions;

(B) redemption options; or

(C) other provisions;

that apply to the member's interest or member interests generally under a written operating agreement.

(c) The following apply upon the death of a person who is the owner of a member interest held in joint tenancy:

(1) Each surviving joint tenant has the status of an assignee of a **fractional or percentage part of** the entire member interest until the surviving joint tenant is admitted as a member of the limited liability company unless the surviving joint tenant was already a member under subsection (d) before the death of each other joint tenant.



(2) The rights and obligations of each surviving joint tenant with respect to the member interest are subject to all:

- (A) transfer restrictions;
- (B) redemption options; or
- (C) other provisions;

that apply to the member interest generally under a written operating agreement.

(d) If a member interest in a limited liability company is originally and initially issued in joint tenancy form to two (2) or more individuals, each joint tenant has the voting rights of a member unless otherwise provided in the written operating agreement. If an individual member:

- (1) receives and holds a member interest as the sole owner; and
- (2) at a later date, makes a lawful transfer of the member interest to be held in joint tenancy between the member and one (1) or more other persons;

then, unless otherwise provided in a written operating agreement, each other person, while all joint tenants are alive, has the status of an assignee of a fractional part of the member interest until the other person is admitted as a member of the limited liability company.

SECTION 51. IC 23-18-10-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to administratively dissolve a limited liability company if:

- (1) the limited liability company does not deliver its biennial report to the secretary of state not more than sixty (60) days after the biennial report is due;
- (2) the limited liability company is without a registered agent or registered office in Indiana for at least sixty (60) days;
- (3) the limited liability company does not notify the secretary of state not more than sixty (60) days after its registered agent or registered office has been changed, its registered agent has resigned, or its registered office has been discontinued; ~~or~~
- (4) the period of duration stated in the limited liability company's articles of organization expires; **or**
- (5) the limited liability company fails to pay franchise taxes or penalties imposed by this article or another law within sixty (60) days after the date that the franchise taxes or penalties are due.**

SECTION 52. IC 23-18-10-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) If the secretary of state determines that one (1) or more grounds exist under section 1 of this chapter for dissolving a limited liability company, the secretary



of state shall serve the limited liability company with written notice of the determination under IC 23-18-2-13 **unless the secretary of state:**

(1) receives a receipt showing failure of service of process upon the limited liability company's registered agent at the address of the registered office; and

(2) determines that the secretary of state's office has no record of the limited liability company's principal office address.

(b) If the limited liability company does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist not more than sixty (60) days after service of the notice is perfected under IC 23-18-2-13, the secretary of state shall administratively dissolve the limited liability company by signing a certificate of dissolution that states the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the limited liability company under IC 23-18-2-13.

SECTION 53. IC 23-18-11-8 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 8. **(a)** Each foreign limited liability company authorized to transact business in Indiana must continuously maintain in Indiana the following:

(1) A registered office.

(2) A registered agent, who may be:

(A) an individual who resides in Indiana and whose business office is identical with the registered office;

(B) a domestic limited liability company, domestic corporation, or nonprofit domestic corporation whose business office is identical with the registered office; or

(C) a foreign limited liability company, foreign corporation, or foreign nonprofit corporation authorized to transact business in Indiana whose business office is identical with the registered office.

(b) Each foreign limited liability company shall file all the following with the secretary of state:

(1) The name of the foreign limited liability company's registered agent.

(2) The registered agent's written consent or a representation that the registered agent has consented.

(c) Each foreign limited liability company qualified to do business in Indiana shall provide to the foreign limited liability company's registered agent, and update from time to time as



necessary, the name, business address, and business telephone number of a natural person who is:

- (1) an officer, a director, an employee, or a designated agent of the foreign limited liability company; and
- (2) authorized to receive communications from the registered agent.

The natural person is considered to be the communications contact for the foreign limited liability company.

(d) A registered agent shall retain, in paper or electronic form, the information provided by a foreign limited liability company under subsection (c).

(e) If a foreign limited liability company fails to provide the registered agent with the information required under subsection (c), the registered agent may resign, as provided in section 10 of this chapter, as the registered agent for the foreign limited liability company.

SECTION 54. IC 23-18-11-15 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 15. The secretary of state may commence a proceeding under section 16 of this chapter to revoke the certificate of authority of a foreign limited liability company authorized to transact business in Indiana if at least one (1) of the following applies:

(1) The foreign limited liability company does not deliver its biennial report to the secretary of state within sixty (60) days after the biennial report is due.

(2) The foreign limited liability company is without a registered agent or registered office in Indiana for at least sixty (60) days.

(3) The foreign limited liability company does not inform the secretary of state under section 9 or 10 of this chapter that its:

(A) registered agent or registered office has changed;

(B) registered agent has resigned; or

(C) registered office has been discontinued;

within sixty (60) days of the change, resignation, or discontinuance.

(4) A member, a manager, or an agent of the foreign limited liability company signed a document the member, manager, or agent knew was false in a material respect with the intent that the document be delivered to the secretary of state for filing.

(5) The secretary of state receives an authenticated certificate from the secretary of state or other official having custody of business entity records in the state or country under whose laws the foreign limited liability company is organized stating that it



has dissolved or disappeared as the result of a merger.

(6) The foreign limited liability company fails to pay franchise taxes or penalties imposed by this article or another law within sixty (60) days after the date the franchise taxes or penalties are due.

SECTION 55. IC 23-18-11-16 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 16. (a) If the secretary of state determines that one (1) or more grounds exist under section 15 of this chapter for revocation of a certificate of authority, the secretary of state shall, under section 11 of this chapter, serve the foreign limited liability company with written notice of the determination **unless the secretary of state:**

(1) receives a receipt showing failure of service of process upon the foreign limited liability company's registered agent at the address of the registered office; and

(2) determines that the secretary of state's office has no record of the foreign limited liability company's principal office address.

(b) If the foreign limited liability company does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist not more than sixty (60) days after service of the notice is perfected under section 11 of this chapter, the secretary of state may revoke the foreign limited liability company's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign limited liability company under section 11 of this chapter.

(c) The authority of a foreign limited liability company to transact business in Indiana ceases on the date shown on the certificate revoking the certificate of authority.

(d) The secretary of state's revocation of a foreign limited liability company's certificate of authority appoints the secretary of state the foreign limited liability company's agent for service of process in a proceeding based on a cause of action that arose during the time the foreign limited liability company was authorized to transact business in Indiana. Service of process on the secretary of state under this subsection is service on the foreign limited liability company. Upon receipt of process, the secretary of state shall mail a copy of the process to the foreign limited liability company at its principal office shown in the most recent communication received from the corporation stating the current mailing address of its principal office or, if it is not on file,



1 in its application for a certificate of authority.

2 (e) Revocation of a foreign limited liability company's certificate of
3 authority does not terminate the authority of the registered agent of the
4 limited liability company.

5 SECTION 56. IC 23-18-11-16.5 IS ADDED TO THE INDIANA
6 CODE AS A NEW SECTION TO READ AS FOLLOWS
7 [EFFECTIVE JULY 1, 2014]: **Sec. 16.5. (a) A foreign limited liability**
8 **company that has had its certificate of authority revoked under**
9 **section 16 of this chapter may apply to the secretary of state for**
10 **reinstatement. The application for reinstatement must include all**
11 **the following:**

12 (1) The name of the foreign limited liability company.

13 (2) The effective date of the revocation.

14 (3) A statement that the ground or grounds for revocation
15 either did not exist or have been eliminated.

16 (4) A statement that the foreign limited liability company's
17 name satisfies the requirements of IC 23-18-2-8 or section 7 of
18 this chapter.

19 (5) A certificate from the department of state revenue stating
20 that all taxes owed by the foreign limited liability company
21 have been paid.

22 (b) If the secretary of state determines that the application
23 contains the information required under subsection (a) and that
24 the information is correct, the secretary of state shall:

25 (1) cancel the certificate of revocation; and

26 (2) prepare a certificate of reinstatement that states:

27 (A) that the certificate of revocation has been canceled;
28 and

29 (B) the date that the reinstatement is effective;

30 (3) file the original certificate of reinstatement; and

31 (4) serve, as provided in section 11 of this chapter, a copy of
32 the certificate of reinstatement on the foreign limited liability
33 company.

34 (c) When the certificate of reinstatement is effective, the
35 certificate of reinstatement relates back to and is considered to
36 take effect as of the effective date of the revocation and the foreign
37 limited liability company resumes carrying on its business as if the
38 revocation had never occurred.

39 SECTION 57. IC 23-18-12-1.1 IS AMENDED TO READ AS
40 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1.1. (a) For purposes
41 of this article, a document is delivered for filing if the document is
42 transferred to the secretary of state by hand, mail, ~~telecopy~~, ~~facsimile~~,



1 or ~~other~~ a form of electronic transmission meeting the requirements
2 established by the secretary of state.

3 (b) If a document is delivered for filing by hand or mail, the
4 document must be accompanied by:

5 (1) two (2) exact or conformed copies of a document filed under
6 IC 23-18-2-12 or IC 23-18-11-10; or

7 (2) one (1) exact or conformed copy of any other document filed
8 under this article.

9 (c) ~~The office of the secretary of state shall create any copies of a~~
10 ~~document delivered by telecopy facsimile, or other form of electronic~~
11 ~~transmission that are required for distribution under this article.~~

